

COMPANIES ACT 1985-1989

WRITTEN RESOLUTION

OF

HCD GROUP LIMITED

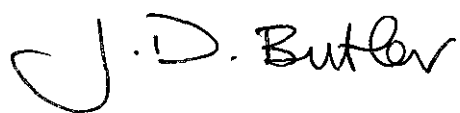
Company Number 4264507


We the undersigned, being all of the members of the above Company, for the time being entitled to attend and vote at General Meetings, hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and as effective as if the same had been passed at a General Meeting of the Company duly convened and held.

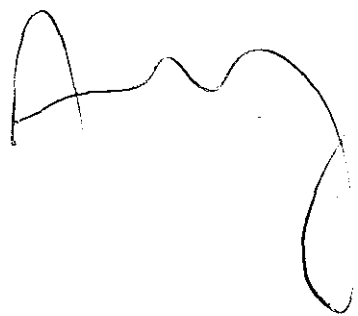
ORDINARY RESOLUTION PURSUANT TO SECTION 320 COMPANIES ACT 1985

THAT the Directors of the Company's wholly owned subsidiary company, HCD Management Limited, be and they are hereby authorised to acquire the business of Chartered Surveyors carried on under the name "Howse Cole Dyer" from Messrs Dyer and Cole, directors of the Company.

Date	Signature	Name of shareholder
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1 July 2002		JD Butler
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1 July 2002		NG Cole
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1 July 2002		AH Dyer
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COMPANIES HOUSE

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20/06/02